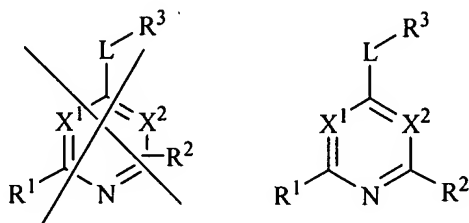


Amendments to the Claims:

This listing of claims will replace all prior versions, and listings of claims in the application:

Listing of Claims:

1 (currently amended): A compound of Formula I:



or a pharmaceutically acceptable salt, a hydrate, a solvate or an isomer, in which:

X¹ and X² are independently selected from the group consisting of -N= and -CR⁴=, wherein R⁴ is hydrogen or C₁₋₄alkyl;

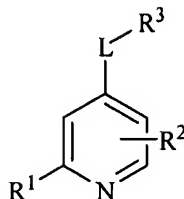
L is selected from the group consisting of a bond, -O- and -NR⁵-, wherein R⁵ is hydrogen or C₁₋₄alkyl;

R¹ is selected from the group consisting of -X³NR⁶R⁷, -X³OR⁷ and -X³R⁷, wherein X³ is a bond or C₁₋₄alkylene, R⁶ is hydrogen or C₁₋₄alkyl and R⁷ is selected from the group consisting of C₆₋₁₀aryl and C₅₋₆heteroaryl; wherein any aryl or heteroaryl is optionally substituted with 1 to 3 radicals independently selected from the group consisting of halo, amino, C₁₋₄alkyl, halo-substituted C₁₋₄alkyl, C₁₋₄alkoxy and halo-substituted C₁₋₄alkoxy, with the proviso that halo or halo-substituted C₁₋₄alkyl on C₆₋₁₀aryl is not in the *meta* position with respect to the N or the O substituent, when X³ is a bond; and is not in the *meta* position with respect to the CH₂ substituent, when X³ is CH₂.

R² is selected from the group consisting of hydrogen, halo, amino, C₁₋₄alkyl, halo-substituted C₁₋₄alkyl, C₁₋₄alkoxy and halo-substituted C₁₋₄alkoxy; and

18 R^3 is selected from the group consisting of C_{3-8} heterocycloalkyl- C_{0-4} alkyl,
19 C_{5-10} heteroaryl- C_{0-4} alkyl, C_{6-10} aryl- C_{0-4} alkyl and $-X^3NR^8R^8$, with the proviso that C_{6-10} aryl- C_{0-4}
20 alkyl is C_{6-10} aryl- C_{1-4} alkyl when X_1 is CR^4 and X_2 is N; wherein any alkyl group is optionally
21 substituted with 1 to 3 radicals selected from the group consisting of hydroxy, halo and amino;
22 and any aryl, heteroaryl or heterocycloalkyl is optionally substituted with 1 to 3 radicals
23 independently selected from the group consisting of halo, nitro, C_{1-4} alkyl, halo-substituted
24 C_{1-4} alkyl, hydroxy- C_{1-6} alkyl, C_{1-4} alkoxy, halo-substituted C_{1-4} alkoxy, phenyl,
25 C_{3-8} heterocycloalkyl, $-X^3C(O)NR^8R^8$, $-X^3C(O)NR^8R^9$, $-X^3C(O)R^9$, $-X^3S(O)NR^8R^8$, $-X^3NR^8R^9$,
26 $-X^3NR^8R^8$, $-X^3S(O)_2NR^8R^8$, $-X^3S(O)_2R^8$, $-X^3S(O)_2R^9$, $-X^3SNR^8R^8$, $-X^3ONR^8R^8$, $-X^3C(O)R^8$,
27 $-X^3NR^8C(O)R^8$, $-X^3NR^8S(O)_2R^8$, $-X^3S(O)_2NR^8R^9$, $X^3NR^8S(O)_2R^9$, $-X^3NR^8C(O)R^9$,
28 $-X^3NR^8C(O)NR^8R^9$, $-X^3NR^8C(O)NR^8R^8$, $-X^3C(O)OR^8$, $=NOR^8$, $-X^3NR^8OR^8$,
29 $-X^3NR^8(CH_2)_{1-4}NR^8R^8$, $-X^3C(O)NR^8(CH_2)_{1-4}NR^8R^8$, $-X^3C(O)NR^8(CH_2)_{1-4}R^9$,
30 $-X^3C(O)NR^8(CH_2)_{1-4}OR^9$, $-X^3O(CH_2)_{1-4}NR^8R^8$, $-X^3C(O)NR^8(CH_2)_{1-4}OR^8$ and $X^3NR^8(CH_2)_{1-4}R^9$;
31 wherein phenyl can be further substituted by a radical selected from $-NR^8R^8$ or $-C(O)NR^8R^8$; X^3
32 is as described above; R^8 is hydrogen, C_{1-6} alkyl, hydroxy- C_{1-6} alkyl or C_{2-6} alkenyl; and R^9 is
33 hydroxy, C_{6-10} aryl- C_{0-4} alkyl, C_{6-10} aryl- C_{0-4} alkyloxy, C_{5-10} heteroaryl- C_{0-4} alkyl,
34 C_{3-8} heterocycloalkyl- C_{0-4} alkyl or C_{3-8} cycloalkyl; wherein said aryl, heteroaryl, cycloalkyl,
35 heterocycloalkyl or alkyl of R^9 is further optionally substituted by up to 2 radicals selected from
36 the group consisting of halo, hydroxy, cyano, amino, nitro, C_{1-4} alkyl, hydroxy- C_{1-6} alkyl,
37 halo-substituted C_{1-4} alkyl, C_{1-4} alkoxy, halo-substituted C_{1-4} alkoxy, halo-alkyl-substituted-phenyl,
38 benzoyl, C_{5-9} heteroaryl, C_{3-8} heterocycloalkyl, $-C(O)NR^8R^8$, $-S(O)_2NR^8R^8$, $-NR^8R^8$, $-C(O)R^{10}$
39 and $-NR^{11}R^{11}$, wherein R^{10} is C_{5-6} heteroaryl and R^{11} is hydroxy- C_{1-4} alkyl; ~~and~~
40 ~~the pharmaceutically acceptable salts, hydrates, solvates, isomers and prodrugs~~
41 thereof.

1 2 (withdrawn): The compounds of claim 1 of Formula Ia:



(Ia)

in which

L is a bond;

R¹ is selected from the group consisting of -NHR⁷, -OR⁷ and -R⁷, wherein R⁷ is phenyl or pyridinyl, optionally substituted with 1 to 3 radicals independently selected from the group consisting of halo, amino, C₁₋₄alkyl, halo-substituted C₁₋₄alkyl, C₁₋₄alkoxy and halo-substituted C₁₋₄alkoxy;

R² is hydrogen or C₁₋₄alkyl; and

R³ is C₆₋₁₀aryl-C₀₋₄alkyl, optionally substituted with 1 to 3 radicals independently selected from the group consisting of -C(O)NR⁸R⁸, -C(O)NR⁸R⁹, -C(O)R⁹ and -C(O)NR⁸(CH₂)₂NR⁸R⁸, wherein R⁸ is hydrogen, C₁₋₆alkyl or hydroxy-C₁₋₆alkyl; and R⁹ is C₃₋₈heterocycloalkyl-C₀₋₄alkyl, optionally substituted by -C(O)NR⁸R⁸.

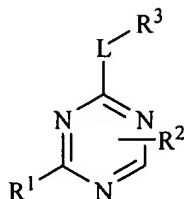
3 (withdrawn): The compounds of claim 2 in which

R¹ is -NHR⁷, wherein R⁷ is phenyl substituted with halo-substituted C₁₋₄alkyl or halo-substituted C₁₋₄alkoxy;

R² is hydrogen; and

R³ is phenyl substituted with -C(O)NH(CH₂)₂OH, -C(O)NHR⁹, -C(O)R⁹ or -NH(CH₂)₂N(CH₃)₂, wherein R⁹ is morpholino-ethyl or piperidinyl, substituted with -C(O)NH₂.

4 (withdrawn): The compounds of claim 1 of Formula Ib:



(Ib)

in which

L is a bond;

R¹ is selected from the group consisting of -NHR⁷, -OR⁷ and -R⁷, wherein R⁷ is phenyl or pyridinyl optionally substituted with 1 to 3 radicals independently selected from the group consisting of halo, amino, C₁₋₄alkyl, halo-substituted C₁₋₄alkyl, C₁₋₄alkoxy and halo-substituted C₁₋₄alkoxy;

R² is hydrogen or C₁₋₄alkyl; and

R³ is selected from C₅₋₆heteroaryl-C₀₋₄alkyl or C₆₋₁₀aryl-C₀₋₄alkyl; wherein any aryl or heteroaryl is optionally substituted with 1 to 3 radicals selected from the group consisting of C₃₋₈heterocycloalkyl, -C(O)NR⁸R⁸, -C(O)NR⁸R⁹, -C(O)R⁹, -NR⁸R⁹ and -NR⁸(CH₂)₂NR⁸R⁸, wherein R⁸ is hydrogen, C₁₋₆alkyl or hydroxy-C₁₋₆alkyl; and R⁹ is C₆₋₁₀aryl-C₀₋₄alkyl, C₅₋₁₀heteroaryl-C₀₋₄alkyl, C₃₋₈heterocycloalkyl-C₀₋₄alkyl or C₃₋₈cycloalkyl; wherein any aryl, heteroaryl, cycloalkyl, heterocycloalkyl or alkyl of R⁹ is further optionally substituted by up to 2 radicals selected from the group consisting of hydroxy, C₁₋₄alkyl, hydroxy-C₁₋₆alkyl, C₃₋₈heterocycloalkyl, -C(O)NR⁸R⁸ and -S(O)₂NR⁸R⁸.

5 (withdrawn): The compounds of claim 4 in which

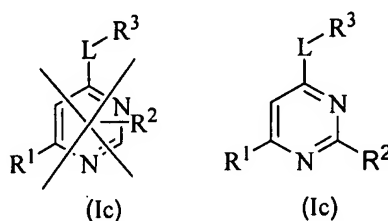
R¹ is -NHR⁷, wherein R⁷ is phenyl substituted with halo-substituted C₁₋₄alkyl or halo-substituted C₁₋₄alkoxy;

R² is hydrogen; and

R³ is pyridinyl or phenyl, optionally substituted with 1 to 3 radicals selected from the group consisting of -C(O)NH(CH₂)₂OH, -C(O)NHCH(C₃H₇)₂CH₂OH, -C(O)NH(CH₂)₂CH₃, -C(O)N(CH₃)₂, -C(O)NH(CH₂)₂N(CH₃)₂, -C(O)NHR⁹, -C(O)N(C₂H₅)R⁹ and -C(O)R⁹, wherein

8 R^9 is phenyl, phenethyl, pyridinyl, pyrrolidinyl, piperidinyl, morpholino or morpholino-ethyl;
 9 wherein any aryl, heteroaryl, heterocycloalkyl or alkyl of R^9 is further optionally substituted by
 10 up to 2 radicals selected from the group consisting of hydroxy, C_{1-4} alkyl, $-CH_2OH$, $-(CH_2)_2OH$,
 11 pyrrolidinyl, piperazinyl, $-C(O)NH_2$, $-C(O)N(C_2H_5)_2$ and $-S(O)_2NH_2$.

1 6 (currently amended): The compounds of claim 1 of Formula Ic:



2 in which

4 L is a bond, $-NH-$, $-N(C_2H_5)-$ or $-O-$;

5 R^1 is selected from the group consisting of $-NHR^7$, $-OR^7$ and $-R^7$, wherein R^7 is
 6 phenyl or pyridinyl, optionally substituted with 1 to 3 radicals independently selected from the
 7 group consisting of halo, amino, C_{1-4} alkyl, halo-substituted C_{1-4} alkyl, C_{1-4} alkoxy and
 8 halo-substituted C_{1-4} alkoxy; and

9 R^2 is hydrogen or C_{1-4} alkyl.

1 7 (original): The compounds of claim 6 in which

2 L is a bond; and

3 R^3 is selected from the group consisting of C_{3-8} heterocycloalkyl- C_{0-4} alkyl,
 4 C_{5-10} heteroaryl- C_{0-4} alkyl and C_{6-10} aryl- C_{0-4} alkyl; wherein any aryl, heteroaryl or heterocycloalkyl
 5 is optionally substituted with 1 to 3 radicals independently selected from the group consisting of
 6 halo, nitro, C_{1-4} alkyl, hydroxy- C_{1-6} alkyl, C_{1-4} alkoxy, C_{3-8} heterocycloalkyl, $-X^3C(O)NR^8R^8$,
 7 $-X^3C(O)NR^8R^9$, $-X^3NR^8R^9$, $-X^3NR^8R^8$, $-X^3S(O)_2NR^8R^8$, $-X^3S(O)_2R^8$, $-X^3S(O)_2R^9$, $-X^3C(O)R^8$,
 8 $-X^3NR^8C(O)R^8$, $-X^3NR^8S(O)_2R^8$, $-X^3S(O)_2NR^8R^9$, $-X^3NR^8S(O)_2R^9$, $-X^3NR^8C(O)R^9$,
 9 $-X^3NR^8C(O)NR^8R^9$, $-X^3NR^8C(O)NR^8R^8$, $-X^3C(O)OR^8$, $=NOR^8$, $-X^3NR^8(CH_2)_{1-4}NR^8R^8$,
 10 $-X^3C(O)NR^8(CH_2)_{1-4}NR^8R^8$ and $-X^3O(CH_2)_{1-4}NR^8R^8$; R^8 is hydrogen, C_{1-6} alkyl or

11 hydroxy-C₁₋₆alkyl; R⁹ is C₆₋₁₀aryl-C₀₋₄alkyl, C₆₋₁₀aryl-C₀₋₄alkyloxy, C₅₋₁₀heteroaryl-C₀₋₄alkyl,
12 C₃₋₈heterocycloalkyl-C₀₋₄alkyl or C₃₋₈cycloalkyl; wherein said aryl, heteroaryl, cycloalkyl,
13 heterocycloalkyl or alkyl of R⁹ is further optionally substituted by up to 2 radicals selected from
14 the group consisting of halo, hydroxy, cyano, nitro, C₁₋₄alkyl, hydroxy-C₁₋₆alkyl, halo-substituted
15 C₁₋₄alkyl, C₁₋₄alkoxy, halo-alkyl-substituted-phenyl, benzoxy, C₅₋₉heteroaryl,
16 C₃₋₈heterocycloalkyl, -C(O)NR⁸R⁸, -S(O)₂NR⁸R⁸, -NR⁸R⁸ and -C(O)R¹⁰, wherein R¹⁰ is
17 C₅₋₆heteroaryl.

1 8 (original): The compounds of claim 7 in which R³ is selected from the group
2 consisting of morpholino, 1,4-dioxo-8-aza-spiro[4.5]dec-8-yl, 4-oxo-piperidin-1-yl, piperazinyl,
3 pyrrolidinyl, pyridinyl, phenyl, naphthyl, thiophenyl, benzofuran-2-yl, benzo[1,3]dioxolyl,
4 piperidinyl, pyrazinyl, pyrimidinyl, imidazolyl, pyrazolyl and 1*H*-benzoimidazolyl; wherein any
5 aryl, heteroaryl or heterocycloalkyl is optionally substituted with 1 to 2 radicals independently
6 selected from the group consisting of chloro, methyl, ethyl, hydroxymethyl, methoxy, -C(O)OH,
7 -C(O)H, -C(O)OCH₃, -C(O)N(C₂H₅)₂, -C(O)N(CH₃)₂, -C(O)NHCH₃, -S(O)₂NH₂, -S(O)₂CH₃,
8 chloro, -NH₂, -C(O)CH₃, =NOCH₃, -NH(CH₂)₂N(CH₃)₂, -NH(CH₂)₃NH₂, -NH(CH₂)₂OH,
9 -C(O)NH(CH₂)₂N(CH₃)₂, -NHR⁹, -O(CH₂)₂N(CH₃)₂, morpholino, piperazinyl, -NHC(O)CH₃,
10 -NHC(O)NHC₄H₉, -C(O)NHC₄H₉, -C(O)NHC₃H₇, -C(O)NHC₅H₁₀OH, -C(O)N(C₂H₄OH)₂,
11 -C(O)NHC₂H₄OH, -C(O)NH(CH₂)₂OH, -NHC(O)R⁹, -C(O)NHR⁹, -NHC(O)NHR⁹, -C(O)R⁹,
12 -NHS(O)₂C₄H₉, -NHS(O)₂CH₃, -NHS(O)₂R⁹, -S(O)₂R⁹, -S(O)₂NHR⁹, -C(O)NH₂ and
13 -C(O)NH(CH₂)₂N(CH₃)₂; R⁹ is phenethyl, 2-phenoxy-ethyl, 1*H*-imidazolyl-propyl, pyridinyl,
14 pyridinyl-methyl, quinolinyl, morpholino, piperidinyl, piperazinyl, pyrrolidinyl,
15 tetrahydro-furan-2-ylmethyl, furan-2-ylmethyl, thiazol-2-ylmethyl, benzo[1,3]dioxol-5-ylmethyl,
16 benzo[1,3]dioxol-5-yl, 3-(2-oxo-pyrrolidin-1-yl)-propyl, 3-imidazol-1-yl-propyl,
17 3*H*-pyrazol-3-yl, morpholino-ethyl, phenyl, thiophenyl-methyl, benzyl, cyclohexyl or
18 furan-2-ylmethyl; wherein said aryl, heteroaryl, cycloalkyl, heterocycloalkyl or alkyl of R⁹ is
19 further optionally substituted by up to 2 radicals selected from hydroxy-methyl, hydroxy-ethyl,
20 isobutyl, nitro, amino, hydroxyl, methoxy, trifluoromethoxy, cyano, isopropyl, methyl, ethyl,

21 chloro, fluoro, pyridinyl, morpholino, phenoxy, pyrrolidinyl, trifluoromethyl,
22 trifluoromethyl-substituted-phenyl, -N(CH₃)₂, -C(O)NH₂, -S(O)₂NH₂, -C(O)N(CH₃)₂, cyano or
23 -C(O)R¹⁰; and R¹⁰ is furanyl.

1 9 (original): The compounds of claim 6 in which

2 L is -NH-, -N(C₂H₅)- or -O-; and

3 R³ is selected from the group consisting of C₅₋₁₀heteroaryl-C₀₋₄alkyl and
4 C₆₋₁₀aryl-C₀₋₄alkyl; wherein any aryl or heteroaryl is optionally substituted with 1 to 3 radicals
5 independently selected from the group consisting of C₁₋₄alkoxy, C₃₋₈heterocycloalkyl,
6 -X³C(O)NR⁸R⁸, -X³S(O)₂NR⁸R⁸, -X³NR⁸C(O)R⁸ and -X³NR⁸C(O)NR⁸R⁹; R⁸ is hydrogen or
7 C₁₋₆alkyl; and R⁹ is C₆₋₁₀aryl-C₀₋₄alkyl optionally substituted by up to 2 halo-substituted C₁₋₄alkyl
8 radicals.

1 10 (original): The compounds of claim 9 in which R³ is selected from the group
2 consisting of quinolinyl, pyridinyl and phenyl; wherein any aryl or heteroaryl is optionally
3 substituted with 1 to 2 radicals independently selected from the group consisting of morpholino,
4 methoxy, -C(O)NH₂, -NHC(O)NHR⁹ and -S(O)₂NH₂; and R⁹ is phenyl substituted by
5 trifluoromethyl.

1 11 (original): A pharmaceutical composition for the treatment of tumors in
2 warm-blooded animals, comprising an effective amount of a compound of claim 1.

1 12 (currently amended): A method of treating a subject ~~treatment of~~
2 ~~warm-blooded animals~~ suffering from leukemia ~~a tumoral disease~~, said method comprising
3 administering to the subject ~~treating warm-blooded animals~~ in need of such treatment with an
4 effective ~~tumor-inhibiting~~ amount of a compound of claim 1, wherein said compound of claim 1
5 inhibits Bcr-abl.

13 (cancelled)

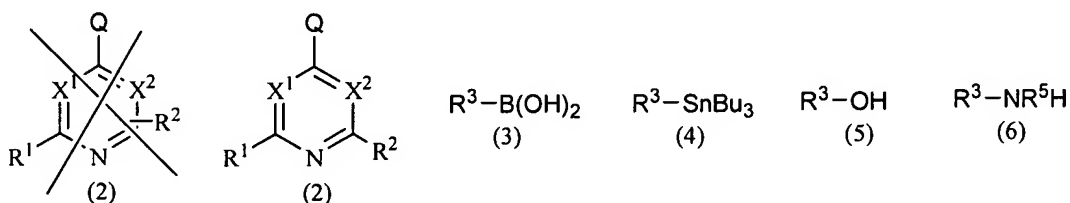
14 (cancelled)

15 (original): A method of inhibiting Bcr-abl activity, the method comprising contacting Bcr-abl with a compound that binds to a myristoyl binding pocket of Bcr-abl.

16 (original): The method of claim 15, wherein the compound is a compound of claim 1.

17 (currently amended): A process for preparing a compound of claim 1, said process comprising:

(a) reacting a compound of Formula 2 with a compound of Formula 3, 4, 5 or 6 in the presence of a catalyst or a base:



in which X¹, X², R¹, R², R³ and R⁵ are as defined for Formula I above with the proviso that R² is not halo, halo-substituted C₁₋₄alkyl or halo-substituted C₁₋₄alkoxy when said step (a) comprises reacting a compound of Formula 2 with a compound of Formula 3 or 4 and Q represents a fluoro, chloro, bromo or iodo; or

(b) optionally converting a compound of the invention into a pharmaceutically acceptable salt;

(c) optionally converting a salt form of a compound of the invention to a non-salt form;

(d) optionally converting an unoxidized form of a compound of the invention into a pharmaceutically acceptable N-oxide;

(e) optionally converting an N-oxide form of a compound of the invention to its unoxidized form; and

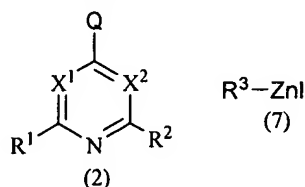
(f) optionally resolving an individual isomer of a compound of the invention from a mixture of isomers.

~~(g) optionally converting a non-derivatized compound of the invention into a pharmaceutically acceptable prodrug derivative; and~~

~~(h) optionally converting a prodrug derivative of a compound of the invention to its non-derivatized form.~~

18. (new) A process for preparing a compound of claim 1, said process comprising:

(a) reacting a compound of Formula 2 with a compound of Formula 7:



(b) optionally converting a compound of the invention into a pharmaceutically acceptable salt;

(c) optionally converting a salt form of a compound of the invention to a non-salt form;

(d) optionally converting an unoxidized form of a compound of the invention into a pharmaceutically acceptable N-oxide;

(e) optionally converting an N-oxide form of a compound of the invention to its unoxidized form; and

(f) optionally resolving an individual isomer of a compound of the invention from a mixture of isomers.

19 (new): The method of claim 12, wherein the leukemia is selected from chronic myeloid leukemia and acute lymphoblastic leukemia.